

Exhibit A

Proposed Order

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

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	:	
In re:	:	
	:	
THE FINANCIAL OVERSIGHT AND	:	PROMESA
MANAGEMENT BOARD FOR PUERTO RICO,	:	Title III
	:	
as representative of	:	Case No. 17-BK-3283 (LTS)
	:	
THE COMMONWEALTH OF PUERTO RICO <i>et al.</i> ,	:	
	:	(Jointly Administered)
Debtors. ¹	:	
	X	

**ORDER APPROVING EMPLOYMENT OF O'NEILL & GILMORE LAW OFFICE LLC AT
LOCAL PUERTO RICO COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF THE COMMONWEALTH OF PUERTO RICO**

Upon the *Application of Official Committee of Unsecured Creditors of the Commonwealth Of Puerto Rico for Appointment of Local Puerto Rico Counsel for Legal Representation of the Committee* (the “Application”), and the Court having found it has subject matter jurisdiction over this matter pursuant to PROMESA section 306 (a); and it appearing the venue is proper pursuant to PROMESA section 307 (a); and the Court having found that the relief requested in the Application is in the best interest of the Committee, the Debtor, their creditors, and other parties in interest; and the Court having found that the Committee provided adequate and appropriate notice of the Motion under the circumstances and that no other or further notice is required; and the Court having reviewed the Application and having heard statement in support of the Motion at a hearing held before the Court (the “Hearing”); and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; and any objections to the relief

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); and (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

requested herein having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefore, it is **HEREBY ORDERED THAT:**

1. The Application is approved and granted as set forth herein.
2. In accordance with §1103 of Title 11, United States Code, as applicable pursuant to PROMESA section 301(a), the employment of the law firm of O'Neill & Gilmore Law Office, LLC as local Puerto Rico counsel for the legal representation of the Committee is approved, effective as of June 26, 2017.
3. The law firm of O'Neill & Gilmore shall be entitled to seek interim compensation and reimbursement of expenses in accordance with sections 316 and 317 of PROMESA, providing that any compensation and reimbursement of expense so sought shall be made in compliance with the interim compensation orders the Court may establish.
4. The Commonwealth (and other title III debtor(s) (if any) for which the Committee acts as the official committee of unsecured creditors) shall be responsible for such compensation and reimbursement of expenses and have consented to pay O'Neill & Gilmore's fees and expenses within ten days of allowance by the Court or as provided in any interim compensation order. The Oversight Board, in accordance with PROMESA section 305, has consented to the Commonwealth's (and other title III debtor(s) (if any) for which the Committee acts as the official committee of unsecured creditors) payment as described herein. The retention of O'Neill & Gilmore, as counsel to the Committee, shall be deemed to apply to the representation of the Committee if ever enlarged to include unsecured creditors of other debtors, without the need to obtain a modification of this Order. Under no circumstances shall the Committee members be responsible for payment of O'Neill & Gilmore's fees and expenses.

Dated: August __, 2017
San Juan, Puerto Rico

HON. LAURA TAYLOR SWAIN
UNITED STATES DISTRICT JUDGE